

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|---------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Derek Sivers | | 05/09/2008 | INDIVIDUAL: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | Independent Musicians' Charitable Trust | | |
| Street Address: | 4752 41st Avenue SW | | |
| Internal Address: | Apt. 104 | | |
| City: | Seattle | | |
| State/Country: | WASHINGTON | | |
| Postal Code: | 98116 | | |
| Entity Type: | TRUST: UNITED STATES | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78777617 | CD BABY | |
| Serial Number: | 77342570 | HOSTBABY | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (503)228-4373 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (503) 227-5631 | | |
| Email: | chuck@chernofflaw.com | | |
| Correspondent Name: | Charles D. McClung | | |
| Address Line 1: | 601 Sw 2nd Avenue | | |
| Address Line 2: | Suite 1600 | | |
| Address Line 4: | Portland, OREGON 97204-3157 | | |
| ATTORNEY DOCKET NUMBER: | 8761.9999 | | |
| NAME OF SUBMITTER: | Charles D. McClung | | |

OP \$65.00 78777617

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|------------|----------------------|
| Signature: | /Charles D. McClung/ |
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| Date: | 07/25/2008 |
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| <p>Total Attachments: 4 source=CRT cd_001#page1.tif source=CRT cd_001#page2.tif source=CRT host_001#page1.tif source=CRT host_001#page2.tif</p> |
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SERVICE MARK ASSIGNMENT AGREEMENT

WHEREAS, DEREK SIVERS, an individual, having his principal office at 4752 41st Avenue SW, Apt. 104, Seattle, WA 98116 ("Sivers") has been using the service mark "CD BABY" for some or all of the following classifications: (1) online retail store services featuring downloadable prerecorded music video items, and audiovisual items such as DVD's, compact discs, cassettes, posters and T-shirts; wholesale distributorship featuring downloadable digital music and video recordings to retailers of digital music and video; and (2) digital formatting of music and images, namely, processing of digital music and video images into downloadable products, and is the owner of the U.S. Service Mark Application (Serial No. 78777617), Canadian Trademark Registration (Registration No. TMA 672341) and the International Registration (Registration No. 0901110) for the mark "CD BABY" (the "Service Mark");

WHEREAS, the INDEPENDENT MUSICIANS' CHARITABLE TRUST, a Charitable Remainder Trust, ("CRT"), is desirous of acquiring from Sivers the Service Mark.

NOW, THEREFORE, for sufficient good and valuable consideration, the receipt of which is hereby acknowledged, Sivers does hereby sell, assign and transfer to CRT, on a worldwide basis, all right, title and interest in, to and under the Service Mark, arising under the laws of any nation, state or jurisdiction, together with all goodwill appurtenant thereto, the U.S. Service Mark Application (Serial No. 78777617), Canadian Trademark Registration (Registration No. TMA 672341) and the International Registration (Registration No. 0901110) for the mark "CD BABY", and together with the right to bring actions and to recover damages for any past infringement of the Service Mark.

Sivers will cooperate and assist CRT and take such reasonable action as CRT may request to effect, evidence, record or perfect the assignment, transfer and recordation of the rights described herein or in connection with CRT's prosecution of any applications for service mark or service mark registration associated with the rights being assigned hereunder, including without limitation, the execution and authorization of filing of transfer documents.

SIGNED EFFECTIVE this 9 day of May, 2008.



Derek Sivers

(notary block on following page)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco }

On 5/09/08 before me, Paulette M. Gill, Notary Public
Date Here Insert Name and Title of the Officer

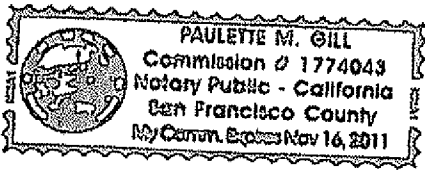
personally appeared Derek Silvers
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Paulette M. Gill
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Service Mark Assignment Agreement

Document Date: 5/09/08 Number of Pages: 2

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s) Derek Silvers

- Signer's Name: Derek Silvers
- Individual
 - Corporate Officer --- Title(s): _____
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____



Signer Is Representing: _____

- Signer's Name: _____
- Individual
 - Corporate Officer — Title(s): _____
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____



Signer Is Representing: _____

SERVICE MARK ASSIGNMENT AGREEMENT

WHEREAS, DEREK SIVERS, an individual, having his principal office at 4752 41st Avenue SW, Apt. 104, Seattle, WA 98116 ("Sivers") has been using the service mark "HostBaby" for some or all of the following classifications: (1) promoting the goods and services of others by providing hypertext links to the web sites of others; and (2) design, creation, hosting, maintenance of websites for others; technology advice provided to Internet users by means of a support hotline, and is the owner of the U.S. Service Mark Application (Serial No. 77342570) for the mark "HostBaby" (the "Service Mark");

WHEREAS, the INDEPENDENT MUSICIANS' CHARITABLE TRUST, a Charitable Remainder Trust, ("CRT"), is desirous of acquiring from Sivers the Service Mark.

NOW, THEREFORE, for sufficient good and valuable consideration, the receipt of which is hereby acknowledged, Sivers does hereby sell, assign and transfer to CRT, on a worldwide basis, all right, title and interest in, to and under the Service Mark, arising under the laws of any nation, state or jurisdiction, together with all goodwill appurtenant thereto, the U.S. Service Mark Application (Serial No. 77342570) for the mark "HostBaby", and together with the right to bring actions and to recover damages for any past infringement of the Service Mark.

Sivers will cooperate and assist CRT and take such reasonable action as CRT may request to effect, evidence, record or perfect the assignment, transfer and recordation of the rights described herein or in connection with CRT's prosecution of any applications for service mark or service mark registration associated with the rights being assigned hereunder, including without limitation, the execution and authorization of filing of transfer documents.

SIGNED EFFECTIVE this 9 day of May, 2008.



Derek Sivers

(notary block on following page)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco

On 5/09/08 before me, Paulette M. Gill, Notary Public

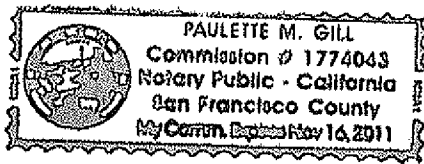
personally appeared Derek Silvers

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Paulette M. Gill
Signature of Notary Public



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Document Date: 5/09/08 Number of Pages: 2

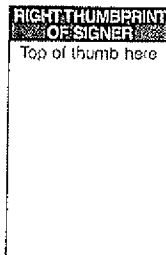
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Derek Silvers

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

